

# Exhibit 10

MICHAEL PARTRIDGE

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

AWARE PRODUCTS LLC D/B/A  
VOYANT BEAUTY,

Plaintiff,

vs.

EPICURE MEDICAL, LLC,  
FOXHOLE MEDICAL, LLC, and  
LEE ORI,

Defendants.

NO. 4:21-CV-249-JCH

REMOTE DEPOSITION UPON ORAL EXAMINATION OF  
MICHAEL PARTRIDGE

TUESDAY, APRIL 5, 2022  
9:37 A.M.

(All participants are appearing remotely)

REPORTED BY:  
MONNA J. NICKESON, CLR, RPR, CRR, CCR NO. 3322  
JOB: 209371

<p>Page 2</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 APPEARANCES:</p> <p>3</p> <p>4 FOR THE PLAINTIFF:</p> <p>5 ROBERT PENN, ESQ.</p> <p>6 JUSTIN SHER, ESQ.</p> <p>7 Sher Tremonte</p> <p>8 90 Broad Street</p> <p>9 New York, New York 10004</p> <p>10</p> <p>11 FOR THE DEFENDANT:</p> <p>12 FIBBENS KORANTENG, ESQ.</p> <p>13 Koranteng Law Firm</p> <p>14 5050 Quorum Drive</p> <p>15 Dallas, Texas 75254</p> <p>16</p> <p>17 ALSO PRESENT:</p> <p>18</p> <p>19 Joel Coriat, videographer</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>Page 3</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 I N D E X</p> <p>3 AWARE vs. EPICURE</p> <p>4 NO. 4:21-CV-249-JCH</p> <p>5 APRIL 5, 2022</p> <p>6 WITNESS: MICHAEL PARTRIDGE PAGE</p> <p>7 EXAMINATION BY MR. KORANTENG: 7</p> <p>8 EXHIBITS</p> <p>9 NUMBER DESCRIPTION PAGE</p> <p>10 Exhibit 1 "Amended Notice of Deposition" 20</p> <p>11 Exhibit 2 Plaintiff's first set of 40</p> <p>12 interrogatories to defendants</p> <p>13 Exhibit 3 "Plaintiff's responses and 84</p> <p>14 objections to defendants' first</p> <p>15 set of requests for production</p> <p>16 of documents."</p> <p>17 Exhibit 4 AWAREVOYANT_000307 87</p> <p>18 Exhibit 5 Email from Witness to Paul 90</p> <p>19 dated March 26</p> <p>20 Exhibit 6 Email dated March 26 from Paul 92</p> <p>21 Heslin to Witness</p> <p>22 Exhibit 7 Email from Witness to Paul 96</p> <p>23 Heslin</p> <p>24 Exhibit 8 Email from Lee Ori to Paul, the 101</p> <p>25 Witness, Dan Reilly, and Sarah</p> <p>Simmons</p> <p>Exhibit 9 Email 107</p> <p>Exhibit 10 March 31, 202 email from Witness 110</p> <p>to Paul Heslin</p> <p>Exhibit 11 Email, AWAREVOYANT_000408 112</p> <p>Exhibit 12 Email, AWAREVOYANT_000436 115</p> <p>Exhibit 13 AWAREVOYANT_000426 131</p> <p>Exhibit 14 Email, AWAREVOYANT_000297 134</p> <p>Exhibit 15 Email, AWAREVOYANT000440-000445 143</p> <p>Exhibit 16 Email, AWAREVOYANT_000463 143</p> <p>Exhibit 17 Email, AWAREVOYANT_000491 148</p> <p>Exhibit 18 Email, AWAREVOYANT_000626 - 149</p> <p>AWAREVOYANT_000631</p> <p>23</p> <p>24</p> <p>25</p>
<p>Page 4</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 I N D E X (continued)</p> <p>3 AWARE vs. EPICURE</p> <p>4 NO. 4:21-CV-249-JCH</p> <p>5 APRIL 5, 2022</p> <p>6 WITNESS: MICHAEL PARTRIDGE</p> <p>7 EXHIBITS</p> <p>8 NUMBER DESCRIPTION PAGE</p> <p>9 Exhibit 19 Email, AWAREVOYANT_000898 150</p> <p>10 Exhibit 20 Email, AWAREVOYANT_000983 152</p> <p>11 Exhibit 21 Email, AWAREVOYANT_001752 154</p> <p>12 Exhibit 22 Email, DEF4741 through DEF4748 175</p> <p>13 Exhibit 23 Pro forma invoice 181</p> <p>14 Exhibit 24 Email dated June 19 194</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>Page 5</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 BE IT REMEMBERED that on APRIL 5,</p> <p>3 2022, at 9:37 A.M., the remote videotaped</p> <p>4 deposition of MICHAEL PARTRIDGE was taken</p> <p>5 before Monna J. Nickeson, Certified</p> <p>6 Realtime Reporter, Registered Professional</p> <p>7 Reporter, Certified LiveNote Reporter,</p> <p>8 Certified Court Reporter (WA 3322),</p> <p>9 Certified Shorthand Reporter (ID 1045), (OR</p> <p>10 16-0441), (CA 14430), the following</p> <p>11 proceedings took place:</p> <p>12 THE VIDEOGRAPHER: Good morning. My</p> <p>13 name is Joel Coriat. I am a certified</p> <p>14 legal videographer in association with</p> <p>15 TSG Reporting, Inc. Due to the severity of</p> <p>16 COVID-19, and following the practice of</p> <p>17 social distancing, I will not be in the</p> <p>18 same room with the witness. Instead, I</p> <p>19 will record this videotaped deposition</p> <p>20 remotely. The reporter, Monna Nickeson,</p> <p>21 also will not be in the same room and will</p> <p>22 swear the witness remotely.</p> <p>23 Do all parties stipulate to the</p> <p>24 validity of this video recording and remote</p> <p>25 swearing, and that it will be admissible in</p>

Page 6

1 MICHAEL PARTRIDGE  
2 the courtroom as if it had been taken  
3 following Rule 30 of the Federal Rules of  
4 Civil Procedures and the state rules where  
5 this case is pending?  
6 MR. KORANTENG: Defendants do.  
7 MR. PENN: Plaintiff agrees.  
8 THE VIDEOGRAPHER: Thank you. This  
9 is the start of Media Number 1 in the  
10 video-recorded deposition of Michael  
11 Partridge in the matter of Aware Products,  
12 LLC, d/b/a Voyant Beauty versus Epicure  
13 Medical, LLC, et al.  
14 This is case number 421-CV-249-JCH  
15 filed in the U.S. District Court, Eastern  
16 District of Missouri, Eastern Division.  
17 This is deposition being held remotely on  
18 April 5th, 2022. The time on the video  
19 monitor is now 9:38 a.m. Pacific Time.  
20 Will counsel please state your  
21 appearances for record.  
22 MR. KORANTENG: Fibbens Koranteng  
23 for defendants Epicure Medical, LLC;  
24 Foxhole Medical, LLC; and Lee Ori.  
25 MR. PENN: Robert Penn of

Page 8

1 MICHAEL PARTRIDGE  
2 A. Yes.  
3 Q. Have you testified under oath before  
4 today?  
5 A. Yes.  
6 Q. And in what -- under what  
7 circumstances did you testify under oath?  
8 A. There was a federal case that I was  
9 a witness for.  
10 Q. What was that case?  
11 A. It was -- I wouldn't be able to name  
12 it exactly, but for a former company, Kik  
13 Custom Products, against a healthcare provider.  
14 Q. You said what custom products? I'm  
15 sorry, I didn't hear.  
16 A. Kik, K-i-k. The former company I  
17 worked for.  
18 Q. All right. And so having testified  
19 under oath before, you probably already know  
20 the rules, but let me go over a couple of  
21 things with you.  
22 Well, I asked if you had testified  
23 under oath, but I didn't ask if you had your  
24 deposition taken before.  
25 Have you had your deposition taken

Page 7

1 MICHAEL PARTRIDGE  
2 Sher Tremonte for plaintiff Aware Products,  
3 LLC, d/b/a Voyant Beauty.  
4 MR. SHER: And Justin Sher, also for  
5 plaintiff.  
6 THE VIDEOGRAPHER: Thank you. The  
7 court reporter, please swear in the  
8 witness.  
9 MICHAEL PARTRIDGE  
10 Having been first duly sworn, was examined and  
11 testified as follows:  
12 EXAMINATION  
13 BY MR. KORANTENG:  
14 Q. Mr. Partridge, my name is Fibbens  
15 Koranteng, and I represent Epicure Medical, LLC  
16 and -- what do you call it -- Foxhole Medical,  
17 LLC, and Lee Ori in this case. I've seen your  
18 name in many records and many emails, so it's a  
19 pleasure to finally get to talk to you.  
20 Do you understand that you are here  
21 today to testify on behalf of Aware Products,  
22 LLC, which does business as Voyant Beauty?  
23 A. Yes.  
24 Q. And are you okay if I refer to Aware  
25 products as Voyant from here on out?

Page 9

1 MICHAEL PARTRIDGE  
2 before?  
3 A. Yes.  
4 Q. Okay. So you probably already know  
5 some of the rules, but I'm going to go over a  
6 couple of them with you, if that's okay.  
7 I will be asking you some questions  
8 today directed -- regarding this case, and the  
9 court reporter will be recording your answers.  
10 If I ask you a question that you do not  
11 understand, I want you to let me know. If you  
12 go ahead and -- you know, you can ask me to  
13 repeat it or rephrase it, but if you go ahead  
14 and answer it, I will assume that you  
15 understand my question; is that okay?  
16 A. Yes.  
17 Q. I would ask also that you answer --  
18 I'm sorry? Okay. I thought somebody said  
19 something.  
20 I would ask that you answer all your  
21 questions verbally so the court reporter can  
22 hear your answer. I would ask you don't nod  
23 your head or you say uh-huh; is that  
24 understood?  
25 A. Understood.

<p style="text-align: right;">Page 78</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 submitted?</p> <p>3 (The Court Reporter requested</p> <p>4 clarification.)</p> <p>5 MR. KORANTENG: About your damages.</p> <p>6 (The Court Reporter requested</p> <p>7 clarification.)</p> <p>8 BY MR. KORANTENG:</p> <p>9 Q. When you went back, Mr. Partridge,</p> <p>10 to refresh your memory about the components of</p> <p>11 your damages, did you by any chance also</p> <p>12 determine when the Foxhole LOI was actually</p> <p>13 sent in March?</p> <p>14 A. I did not, but I can.</p> <p>15 Q. Okay. Let me ask you, so when --</p> <p>16 when that Foxhole LOI was submitted in March,</p> <p>17 what did Voyant know about Foxhole as company?</p> <p>18 MR. PENN: Objection to form.</p> <p>19 THE WITNESS: So what we knew about</p> <p>20 Foxhole is just during introductory</p> <p>21 meetings with Paul and Lee, noting that</p> <p>22 Foxhole was part of the pharmaceutical side</p> <p>23 of the business.</p> <p>24 BY MR. KORANTENG:</p> <p>25 Q. You said pharmaceutical side of the</p>	<p style="text-align: right;">Page 79</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 business. When you say that, what does -- what</p> <p>3 did that mean? What does that mean?</p> <p>4 A. That was Lee's business.</p> <p>5 Q. Paul and Lee told you that Foxhole</p> <p>6 was part of the pharmaceutical side of Lee's</p> <p>7 business?</p> <p>8 A. Correct.</p> <p>9 Q. How long after -- let me ask you.</p> <p>10 So when were -- when was Voyant</p> <p>11 first introduced to Foxhole?</p> <p>12 A. In March of 2020.</p> <p>13 Q. And do you remember the date when</p> <p>14 that introduction occurred?</p> <p>15 A. I don't remember the date. I</p> <p>16 remember our salesperson handing over the</p> <p>17 introduction.</p> <p>18 Q. When you say a salesperson, who do</p> <p>19 you mean?</p> <p>20 A. Andrew.</p> <p>21 Q. Andrew, last name?</p> <p>22 A. Davis, D-a-v-i-s.</p> <p>23 Q. And how long after that introduction</p> <p>24 before you had these introductory meetings with</p> <p>25 Paul and Lee?</p>
<p style="text-align: right;">Page 80</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 A. I mean, within days.</p> <p>3 Q. How many days? A day? Two days?</p> <p>4 Ten days?</p> <p>5 A. I don't remember.</p> <p>6 Q. Did you require Foxhole to make any</p> <p>7 payment prior to Voyant securing any materials</p> <p>8 to produce the hand sanitizer ordered in -- or</p> <p>9 committed to in that March LOI?</p> <p>10 MR. PENN: Objection to form.</p> <p>11 THE WITNESS: Say the question</p> <p>12 again.</p> <p>13 BY MR. KORANTENG:</p> <p>14 Q. Did you require Foxhole to make any</p> <p>15 payment prior to Voyant securing any materials</p> <p>16 to produce the hand sanitizer that Foxhole</p> <p>17 committed to order in that March LOI?</p> <p>18 A. No.</p> <p>19 Q. And why did you not require any</p> <p>20 payment?</p> <p>21 A. Because we had the letter of intent.</p> <p>22 Q. So is the letter of intent the only</p> <p>23 thing Voyant requires in order to start</p> <p>24 procuring products to manufacture -- sorry.</p> <p>25 Strike that.</p>	<p style="text-align: right;">Page 81</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 Is the letter of intent the only</p> <p>3 thing that Voyant requires to procure materials</p> <p>4 to produce products for its customers?</p> <p>5 A. Yes.</p> <p>6 Q. Does Voyant require any application</p> <p>7 for credit prior to procuring any materials to</p> <p>8 produce products for its customers?</p> <p>9 A. It depends on the situation.</p> <p>10 Q. Tell me when it would require one</p> <p>11 and when it wouldn't.</p> <p>12 A. So if there was no letter of intent,</p> <p>13 we would have to have a credit application</p> <p>14 prior to ordering any materials. With a letter</p> <p>15 of intent, the credit application can follow.</p> <p>16 Q. Did Voyant require Foxhole to submit</p> <p>17 an application for credit after Foxhole</p> <p>18 submitted that letter of intent?</p> <p>19 A. Yes.</p> <p>20 Q. When did Voyant require Foxhole to</p> <p>21 submit a letter of -- to submit an application</p> <p>22 for credit?</p> <p>23 A. I don't know the exact date. It was</p> <p>24 following the letter of intent.</p> <p>25 Q. How did Voyant communicate that</p>

Page 82

1 MICHAEL PARTRIDGE  
2 request to Foxhole?  
3 A. Michelle Jimenez would have sent the  
4 credit application to Lee.  
5 Q. Asking -- well, I'm asking if that  
6 letter of -- sorry, that application would have  
7 been directed to Foxhole?  
8 A. It was directed to Lee Ori.  
9 Q. Why was the letter of intent -- why  
10 would the application be directed to Lee Ori?  
11 A. Because Lee informed us that he was  
12 in process of setting up a separate LLC for  
13 Epicure.  
14 Q. And so when the -- when that  
15 application would have been sent, would it have  
16 been sent to Foxhole or Epicure, or who did  
17 Voyant intend to complete that letter of --  
18 that application for credit?  
19 MR. PENN: Objection to form.  
20 THE WITNESS: At that point, Epicure  
21 had been established, and the credit  
22 application would be through Epicure.  
23 BY MR. KORANTENG:  
24 Q. Do you need a break, or do you want  
25 to keep going?

Page 84

1 MICHAEL PARTRIDGE  
2 from the chat.  
3 (Exhibit 3 was identified.)  
4 BY MR. KORANTENG:  
5 Q. When you're done, please let me  
6 know.  
7 A. Okay.  
8 Q. Okay. Do you know what this  
9 document is? Can you identify what this  
10 document is?  
11 A. This is the "Plaintiff's responses  
12 and objections to defendants' first set of  
13 requests for production of documents."  
14 Q. Do you know what documents were  
15 produced in response to defendants' request for  
16 production of documents?  
17 Do you know what documents were  
18 produced by Voyant in response to defendants'  
19 request for production of documents?  
20 A. Say the question again, please.  
21 Q. Do you know what documents were  
22 produced by defendant -- by Voyant in response  
23 to defendants' request for production of  
24 documents?  
25 A. I am aware that we produced a number

Page 83

1 MICHAEL PARTRIDGE  
2 A. Keep going.  
3 MR. KORANTENG: I'm going to  
4 introduce another exhibit here. Monna or  
5 Joel, does anybody need a break or you want  
6 to keep going?  
7 THE COURT REPORTER: If we're going  
8 to go all day, I'll need a break for lunch.  
9 MR. KORANTENG: Let us know when you  
10 want to take that break, and then we can  
11 accommodate that.  
12 THE COURT REPORTER: Thank you.  
13 BY MR. KORANTENG:  
14 Q. I just put in the chat Exhibit 3.  
15 Do you see that, Mr. Partridge?  
16 A. Yes.  
17 Q. I'm going to share my screen here.  
18 You want to take a look through that and then  
19 I'm going to ask you just a few questions about  
20 it, please?  
21 A. (Indecipherable).  
22 (The Court Reporter requested  
23 clarification.)  
24 THE WITNESS: I just said, I'm  
25 pulling it up on my own screen, downloading

Page 85

1 MICHAEL PARTRIDGE  
2 of documents. I couldn't speak to every  
3 document individually.  
4 Q. Thank you.  
5 If I represent to you that Voyant  
6 produced 3,985 pages of documents Bates labeled  
7 AWAREVOYANT, A-W-A-R-E, VOYANT, V-O-Y-A-N-T,  
8 same word, underscore, 000001 to  
9 AWAREVOYANT\_003985, would you have any reason  
10 to dispute that as you sit here today?  
11 A. I don't understand your question.  
12 Q. My question to you is, as the person  
13 testifying on behalf of Aware -- of Voyant, if  
14 I represent to you that Voyant produced 3,985  
15 pages Bates labeled the numbers that I read  
16 into the record, do you have any reason to  
17 dispute that that's the case today?  
18 A. No, I do not.  
19 Q. Okay. Thank you.  
20 Is it your understanding that all  
21 documents responsive to defendants' request  
22 have been produced and are included in that  
23 3,985 pages I just mentioned?  
24 MR. PENN: Objection to form. Calls  
25 for a legal conclusion.

Page 90

1 MICHAEL PARTRIDGE  
2 to come will be one less than what the  
3 label is.  
4 (Exhibit 5 was identified.)  
5 BY MR. KORANTENG:  
6 Q. So this has been introduced as  
7 plaintiff -- Exhibit 5, rather, sorry.  
8 Exhibit 5.  
9 Do you see that Mr. Partridge?  
10 A. I do.  
11 Q. Okay. What's the date of this  
12 email?  
13 A. Same date.  
14 Q. Okay.  
15 A. March 26.  
16 Q. And can you tell us what it is?  
17 A. It's an email from myself to Paul.  
18 Q. Okay. And this is -- is this --  
19 what is this follow-up, or what's the purpose  
20 of this email?  
21 A. Confirming that Paul and I had a  
22 conversation about hand sanitizer.  
23 Q. What did you discuss with Mr. Heslin  
24 on that conversation?  
25 A. The opportunity to produce hand

Page 92

1 MICHAEL PARTRIDGE  
2 A. Correct.  
3 Q. Move on to the next one. Just  
4 posted another exhibit. It's labeled  
5 Exhibit 7, but it's actually going to be the  
6 Depo Exhibit 6.  
7 Do you see that in the chat?  
8 (Exhibit 6 was identified.)  
9 THE WITNESS: I do.  
10 BY MR. KORANTENG:  
11 Q. Can you tell us what this is,  
12 please?  
13 A. This is an email.  
14 Q. An email from whom to whom?  
15 A. From Paul Heslin to myself.  
16 Q. And what date was that?  
17 A. Same date, March 26th.  
18 Q. So this is the same day that  
19 Mr. Andrew Davis introduced Paul Heslin to you?  
20 A. Yes.  
21 Q. And on the same date, you had a  
22 conversation with Paul Heslin about  
23 representing the company that wants to  
24 manufacture hand sanitizer?  
25 A. Yes.

Page 91

1 MICHAEL PARTRIDGE  
2 sanitizer.  
3 Q. And if you'd be a little bit more  
4 specific, what about the opportunity to produce  
5 hand sanitizer that you discussed with Paul --  
6 with Mr. Paul Heslin?  
7 A. That Paul was representing a company  
8 looking to get into the hand sanitizer  
9 business, as a follow-up to the introduction  
10 from Andrew to discuss the opportunity.  
11 Q. And what company did Paul say he was  
12 representing that wanted to explore  
13 manufacturing hand sanitizer?  
14 A. I don't recall the company. I just  
15 recall that he was representing Lee.  
16 Q. A second ago you said he was  
17 representing a company. But now you're saying  
18 he was representing Lee?  
19 A. I don't recall the company that he  
20 said, but he was representing Lee Ori, which  
21 was part of a company.  
22 Q. So I understand your testimony well,  
23 you're saying Mr. Paul Heslin told you he's  
24 representing a company that Lee Ori is part of  
25 in manufacturing hand sanitizer?

Page 93

1 MICHAEL PARTRIDGE  
2 Q. And on the same day, he says -- can  
3 you read what Paul Heslin writes to you for the  
4 record, please?  
5 A. "The one thing I will need still  
6 today is the formula, label language, and SDS  
7 sheet and pallet configurations on the sizes.  
8 What do you want in the LOI? You have verbiage  
9 you want me to use or you want me to wing it?"  
10 Q. And let me ask so I'm clear.  
11 Do all -- do all your transactions  
12 with your customers happen at that fast, all  
13 within one day, like this?  
14 MR. PENN: Objection to form.  
15 THE WITNESS: We have product that  
16 customers can buy that they can happen  
17 absolutely in one day.  
18 BY MR. KORANTENG:  
19 Q. When you are engaging a customer for  
20 whom you're going to manufacture hand sanitizer  
21 or any other product, I mean, does -- do those  
22 engagements usually go this fast?  
23 MR. PENN: Objection. Form.  
24 THE WITNESS: This was the only one  
25 at the time, so I have no comparison.

Page 98

1 MICHAEL PARTRIDGE

2 Q. But then you provided the verbiage

3 that's down there right next to that sentence;

4 is that correct?

5 A. These are the things that we would

6 need to have in it, yes.

7 Q. Okay. And you suggest that they

8 should write something to this effect in the

9 legal entity name -- or in the legal entity

10 name of the company that will be the customer

11 name you sell to; is that correct?

12 A. Correct.

13 Q. At this point, had you discussed

14 anything with Lee Ori in person?

15 A. No.

16 Q. Over the phone?

17 A. No.

18 Q. You had not talked to Lee Ori at

19 all?

20 A. No.

21 Q. Did you not need to know who Lee Ori

22 was if you were going to manufacture a million

23 hand sanitizer -- a million units of 2-ounce

24 hand sanitizer for, and that you have procured

25 materials to do so, you did not know -- you did

Page 100

1 MICHAEL PARTRIDGE

2 provided, yes.

3 (The Court Reporter requested

4 clarification.)

5 THE WITNESS: That was information

6 that Paul had provided, yes.

7 BY MR. KORANTENG:

8 Q. My question is, Paul provided you

9 that information, that he represents a company

10 that Lee Ori was a part of, was that your

11 testimony, right?

12 A. Yes.

13 Q. And did you ask, well, who is Lee

14 Ori and why are you mentioning his name?

15 MR. PENN: Objection to form.

16 THE WITNESS: I did not ask that,

17 no, because I -- Paul had already provided.

18 BY MR. KORANTENG:

19 Q. When you say that's something that

20 Paul had already provided, what do you mean?

21 A. During our conversation, Paul

22 detailed that he was a consultant to a company

23 looking to provide hand sanitizer. He let me

24 know that Lee was part of that company, was

25 part of a pharmaceutical group, and he'd

Page 99

1 MICHAEL PARTRIDGE

2 not need to know who Lee Ori was?

3 MR. PENN: Objection to form.

4 THE WITNESS: So this was already

5 something that had been assigned from

6 Andrew over to us in L.A.

7 BY MR. KORANTENG:

8 Q. Okay.

9 A. So preliminary discussions with Paul

10 had already occurred.

11 Q. Okay. And you said Paul told you he

12 represented a company that Lee Ori was a part

13 of; is that correct?

14 A. Correct.

15 Q. Did you ask who is Lee Ori and why

16 is it relevant to mention his name in that

17 conversation?

18 MR. PENN: Objection to form.

19 THE WITNESS: Ask the question

20 again.

21 BY MR. KORANTENG:

22 Q. Did you ask who Lee Ori was and why

23 it was relevant to mention his name in that

24 conversation?

25 A. That was (audio distortion)

Page 101

1 MICHAEL PARTRIDGE

2 already had conversations with our upper

3 management, as well, detailing the same.

4 Q. So that information was sufficient

5 for you to move forward without asking anything

6 else about Lee Ori?

7 A. Outside of our initial conversation

8 that we had, no, that's correct.

9 Q. As you sit here today, it's still

10 your testimony that you don't recall at this

11 point whether the name of the company had been

12 revealed to Voyant?

13 A. Correct, I don't recall that.

14 Q. Go to the next exhibit. I just put

15 in the chat Aware Depo Exhibit 9, but this is

16 actually going to be Exhibit 8.

17 (Exhibit 8 was identified.)

18 BY MR. KORANTENG:

19 Q. Do you see that?

20 A. I do.

21 Q. Can you identify what this document

22 is?

23 A. This is an email.

24 Q. From whom to whom?

25 A. From Lee Ori to Paul, myself,



Page 106

1 MICHAEL PARTRIDGE

2 A. From myself to Lee Ori, Paul Heslin,

3 copying Dan Reilly and Sarah Simmers.

4 Q. Why was Mr. Reilly and Ms. Simmers

5 copied on here?

6 A. They were copied on the previous

7 email.

8 Q. And who did you understand

9 Ms. Simmers and Mr. Reilly to be?

10 A. It was explained that Dan Reilly was

11 sales and Sarah was more of the business

12 office.

13 Q. And when was this explained to you?

14 A. This is part of the initial

15 conversation with Paul Heslin.

16 Q. Okay. Did you talk to Dan or

17 Sarah Simmers or Lee Ori before you -- well,

18 first of all, before you received the LOI from

19 Lee Ori?

20 A. No.

21 Q. Okay. So you had never had a

22 conversation with Lee Ori before you received

23 the LOI from him on March 26th?

24 A. Correct.

25 Q. What's the date of this email that

Page 108

1 MICHAEL PARTRIDGE

2 caps that you were hoping could support the LOI

3 with Mr. Ori, Sarah Simmers, and Mr. Reilly?

4 A. No, with Paul Heslin.

5 Q. Paul Heslin. Okay.

6 You never discussed it with Lee Ori

7 that you had a lead on certain bottles and caps

8 that you may use to support the LOI?

9 A. Correct.

10 Q. Was there a discussion between you

11 and Mr. Heslin or Mr. Ori -- strike that.

12 Was there discussion between you and

13 Mr. Heslin or Epicure or Foxhole about needing

14 an LOI on March 26th to be able to secure this

15 bottles and caps that you're discussing in your

16 email?

17 MR. PENN: Objection to form.

18 THE WITNESS: Yes.

19 BY MR. KORANTENG:

20 Q. Okay. And what was the form of that

21 discussion?

22 A. That we would need the letter of

23 intent in order to procure those bottles and

24 caps.

25 Q. Okay. And did you have a discussion

Page 107

1 MICHAEL PARTRIDGE

2 we have -- that is on my screen right now?

3 A. March 26th, 2020.

4 MR. KORANTENG: Again, this is

5 Exhibit 9 for this deposition.

6 (Exhibit 9 was identified.)

7 BY MR. KORANTENG:

8 Q. Can you tell us what that email --

9 what the email states, please?

10 A. Subject "Re: LOI. Thanks so much,

11 Lee. I will get the team on it. The POs are

12 ready to go first thing in the morning. It's

13 been quite a tumultuous supply and demand day,

14 so very much hoping that the bottles and caps

15 are still available. As soon as we have

16 confirmation in the morning, I will reach out."

17 Q. When you write that, "very much

18 hoping that the bottles and caps are still

19 available," what are you talking about here?

20 A. So in writing this, we had a lead on

21 bottles and caps to support the LOI. And I'm

22 saying, I'm hoping that they're still available

23 because things were going very quickly.

24 Q. And at this point -- at the point,

25 had you discussed this particular bottles and

Page 109

1 MICHAEL PARTRIDGE

2 about -- strike that.

3 I think earlier you testified that

4 you didn't send a credit application to Foxhole

5 because you knew that they were going to use

6 another entity, and at that time, the entity

7 had been set up.

8 At this point in -- on March 26th,

9 2020, had you discussed with either Paul Heslin

10 or anybody from Epicure or Foxhole what entity

11 was going to actually fulfill the LOI that was

12 submitted by Foxhole?

13 MR. PENN: Objection to form.

14 THE WITNESS: I don't recall a

15 specific discussion on that topic, no.

16 BY MR. KORANTENG:

17 Q. You don't recall ever discussing

18 with either Mr. Heslin or Mr. Ori or anybody

19 from Epicure, Foxhole that they were going to

20 use a different company than the one that

21 submitted the LOI on March 26th to fulfill

22 their commitment in the LOI?

23 MR. PENN: Objection to form.

24 THE WITNESS: That's correct.

25

Page 110

1                   MICHAEL PARTRIDGE

2   BY MR. KORANTENG:

3       Q.    Okay. We're going to introduce

4   another exhibit here. This is labeled 11. I'm

5   going to put it in the chat here. This will be

6   Aware Depo Exhibit 10, instead of 11.

7           (Exhibit 10 was identified.)

8   BY MR. KORANTENG:

9       Q.    I'm going to share my screen so you

10   can see that.

11           Can you see my screen,

12   Mr. Partridge?

13       A.    I do.

14       Q.    Can you tell us what this is,

15   please?

16       A.    This is an email.

17       Q.    An email from whom to whom?

18       A.    From myself to Paul Heslin.

19       Q.    And when is it dated?

20       A.    March 31st, 2020.

21       Q.    Can you tell me what the subject of

22   the email is?

23       A.    1.2 million versus 1 million bottle

24   of the 2-ounce.

25       Q.    Can you tell us what the email

Page 112

1                   MICHAEL PARTRIDGE

2   1.2 million?

3       A.    Correct.

4       Q.    I'm going to introduce another

5   exhibit here labeled Aware Depo Exhibit 12, but

6   it's actually Exhibit 11 here. Just put it in

7   the chat.

8           (Exhibit 11 was identified.)

9   BY MR. KORANTENG:

10       Q.    Do you see that, Mr. Partridge?

11       A.    Yes.

12       Q.    You can see my screen?

13       A.    I can.

14       Q.    So at the top of this document,

15   which on the bottom is labeled

16   AWAREVOYANT\_000408, is a date. Can you tell us

17   what the date is on that?

18       A.    April 8th, 2020.

19       Q.    What is this document?

20       A.    This is an email.

21       Q.    From whom to whom?

22       A.    From Michelle Jimenez to

23   Paul Heslin, Lee Ori -- two emails for Lee Ori,

24   Courtney, who's in our credit department, on

25   copy.

Page 111

1                   MICHAEL PARTRIDGE

2   discusses, please?

3       A.    It says, "Paul, bottle company has

4   come back to us. In order to get the pricing

5   for the million 2-ounce bottles, I need to take

6   it in full truckloads, which is actually

7   1.2 million bottles. I've accepted and

8   adjusted the caps so that they are the same to

9   match. I'm anticipating that you would take

10   the full 1.2 million. If not, I can easily

11   sell to somebody else, but assumed you would

12   take whatever I could get you. Please let me

13   know."

14       Q.    And would you be kind to tell us

15   what you're discussing in terms of this

16   1 million versus 2 million -- sorry, 1 million

17   versus 1.2 million in this email?

18       A.    So the letter of intent is for one

19   million units --

20       Q.    By the letter of intent, are you

21   referring to the March 26 letter of intent from

22   Foxhole?

23       A.    I am.

24       Q.    And you couldn't secure the one

25   million, but instead you found a supply for

Page 113

1                   MICHAEL PARTRIDGE

2       Q.    And what does this -- what's the

3   purpose of this email?

4       A.    The subject is credit application.

5       Q.    What does the email say?

6       A.    "Hi, Paul and Lee. As part of our

7   new customer process, we need to have a

8   completed credit application on file. See

9   attached. Please review, fill out, and return

10   to me at your earliest convenience. Thanks,

11   Michelle."

12       Q.    What was the reason why this email

13   was sent?

14       A.    We send a credit application to

15   every new customer.

16       Q.    So whether a customer requests

17   credit or not, you still send them a credit

18   application?

19       A.    Correct.

20       Q.    Did Mr. Heslin or Mr. Ori ask Voyant

21   to provide it credit -- sorry, strike that.

22           Did Mr. Heslin or Mr. Ori ask Voyant

23   to provide credit to either Foxhole or Epicure?

24       A.    Yes.

25       Q.    When did that request -- when was

<p style="text-align: right;">Page 114</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 that request made?</p> <p>3 A. When they returned the credit</p> <p>4 application.</p> <p>5 Q. When they returned the credit</p> <p>6 application, they asked for credit from Voyant?</p> <p>7 A. Yes.</p> <p>8 Q. Who asked for the credit?</p> <p>9 A. Lee did.</p> <p>10 Q. Lee asked for credit from Voyant?</p> <p>11 A. Yes.</p> <p>12 Q. Did he ask on a phone call, by</p> <p>13 email, or in some other document?</p> <p>14 A. In some other document.</p> <p>15 Q. Which other document?</p> <p>16 A. In the credit application.</p> <p>17 Q. So it's your testimony that by</p> <p>18 completing the credit application, which you</p> <p>19 sent to every customer, Lee was asking for</p> <p>20 credit from Voyant?</p> <p>21 A. Yes.</p> <p>22 Q. Other than filling out the credit</p> <p>23 application that you sent to every customer,</p> <p>24 did Mr. Ori specifically -- or Mr. Heslin</p> <p>25 specifically ask Voyant to provide either</p>	<p style="text-align: right;">Page 115</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 Epicure or Foxhole credit?</p> <p>3 A. Not that I'm aware of, no.</p> <p>4 Q. I'm going to move on to this --</p> <p>5 attached to this email on page 2 is -- can you</p> <p>6 tell us what that is?</p> <p>7 A. Yes. It's a credit application.</p> <p>8 Q. Did you or anyone at Voyant talk to</p> <p>9 Mr. Ori or Mr. Heslin about this application,</p> <p>10 other than the email sending it?</p> <p>11 A. Not that I'm aware of, no.</p> <p>12 Q. Move on to another exhibit.</p> <p>13 (Exhibit 12 was identified.)</p> <p>14 BY MR. KORANTENG:</p> <p>15 Q. I just put in the chat Exhibit 12,</p> <p>16 but it's actually Exhibit -- sorry.</p> <p>17 MR. KORANTENG: Monna, can you tell</p> <p>18 me what exhibit I'm on? I think I reposted</p> <p>19 Exhibit 12, so...</p> <p>20 (Discussion held off-the-steno</p> <p>21 record.)</p> <p>22 BY MR. KORANTENG:</p> <p>23 Q. So what I just put in the chat says</p> <p>24 Exhibit 12 as well. And it's a -- but it's a</p> <p>25 different Exhibit 12. So let's see.</p>
<p style="text-align: right;">Page 116</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 So last document that I put in there</p> <p>3 is actually going to be Exhibit 12 for this</p> <p>4 deposition.</p> <p>5 Do you see that, Mr. Partridge?</p> <p>6 A. I do.</p> <p>7 Q. Can you identify what this is for</p> <p>8 me, please?</p> <p>9 A. It's an email.</p> <p>10 Q. Can you identify what's on the</p> <p>11 bottom -- the notation that's on the bottom of</p> <p>12 the email, the Bates number?</p> <p>13 A. AWAREVOYANT_000436.</p> <p>14 Q. This is a three-page document; is</p> <p>15 that correct?</p> <p>16 A. Correct.</p> <p>17 Q. It's an email from whom to whom?</p> <p>18 A. An email from Lee Ori to</p> <p>19 Michelle Jimenez.</p> <p>20 Q. Copied on here is -- who is copied</p> <p>21 on here?</p> <p>22 A. Paul Heslin and Courtney.</p> <p>23 Q. And there's no subject -- well, not</p> <p>24 subject, but there's no content in this email;</p> <p>25 is that correct?</p>	<p style="text-align: right;">Page 117</p> <p>1 MICHAEL PARTRIDGE</p> <p>2 A. Correct.</p> <p>3 Q. On page 2 of this document is a</p> <p>4 credit application; do you see that?</p> <p>5 A. I do.</p> <p>6 Q. Who is listed as the business</p> <p>7 information, who is listed on there?</p> <p>8 A. Epicure Medical, LLC.</p> <p>9 Q. Was it Voyant's intention for</p> <p>10 Epicure to fill out this credit application?</p> <p>11 MR. PENN: Objection to form.</p> <p>12 THE WITNESS: We had known that Lee</p> <p>13 was creating another company specific for</p> <p>14 this business.</p> <p>15 BY MR. KORANTENG:</p> <p>16 Q. When you say we had known, you</p> <p>17 mean -- do you mean Voyant knew?</p> <p>18 A. Correct, yes.</p> <p>19 Q. And when did you know that Lee was</p> <p>20 creating another company specific for this</p> <p>21 business?</p> <p>22 A. I can't tell you exactly, but we</p> <p>23 knew in -- during preliminary conversations</p> <p>24 with Lee and Paul that they were creating a</p> <p>25 separate company.</p>

Page 118

1 MICHAEL PARTRIDGE

2 Q. And you knew that that company was

3 going to be the one that was going to be used

4 for the hand sanitizer business?

5 A. Correct.

6 Q. Is it fair, then, to say that you

7 knew Foxhole wasn't going to be the company

8 that fulfilled the March 26 LOI that it

9 submitted?

10 MR. PENN: Objection to form.

11 THE WITNESS: At this point, yes.

12 BY MR. KORANTENG:

13 Q. So I'm sorry, let me go back to this

14 credit application. You see the business

15 information over here, at the top of the

16 application.

17 Can you tell us again which -- what

18 company is listed there?

19 A. Epicure Medical, LLC.

20 Q. And you testified earlier that you

21 did not discuss this application with Lee Ori

22 or Paul Heslin, or anybody else, for that

23 matter; is that correct?

24 A. Correct.

25 Q. Was there any point in time when

Page 120

1 MICHAEL PARTRIDGE

2 course of dealing -- as a course of business?

3 A. Yes.

4 Q. But it doesn't discuss that personal

5 guarantee with its customers?

6 A. Correct.

7 Q. So if you would -- if I can direct

8 your attention to this document that we are

9 discussing. At the bottom, terms and

10 conditions, one, two, three -- first of all,

11 let's go to the third paragraph.

12 Would you be kind to read -- I know

13 it's long, but if you indulge me, if you can

14 read that into the record for me, please?

15 A. Sure. Can you move your cursor,

16 please?

17 Q. Sorry.

18 A. "Buyer hereby agrees that time shall

19 be of the essence in regard to all payments

20 provided for herein, and if any payment is not

21 made when due, buyer agrees to pay all

22 collection expenses, costs, and attorney fees

23 which may be incurred in the collection or any

24 sums due under this contract. Buyer hereby

25 also waives the benefit of any statute of

Page 119

1 MICHAEL PARTRIDGE

2 anybody from Voyant, other than you, discussed

3 this credit application with Lee Ori, do you

4 know?

5 A. That I'm aware of, no.

6 Q. Okay.

7 A. Other than just needing -- that it

8 needs to be filled out.

9 Q. Okay. Do you -- when you sent this

10 to your customers, all your new customers, do

11 you discuss with them that you're required

12 somebody to personally guarantee the purchases

13 to be made by the company that has submitted

14 the application?

15 MR. PENN: Objection to form.

16 THE WITNESS: We do not go through

17 the details of the credit application with

18 them, no.

19 BY MR. KORANTENG:

20 Q. I'm sorry, what was the last thing

21 you said?

22 A. We do not go through the details of

23 the credit application with them, no.

24 Q. All right. Does Voyant require its

25 customers to provide a personal guarantee as a

Page 121

1 MICHAEL PARTRIDGE

2 limitation which would outlaw this obligation

3 and the benefit of any exemption statute,

4 including Section 690 of the Code of Civil

5 Procedure, and such waiver shall apply to any

6 judgment secured thereon."

7 Q. Thank you.

8 Would be kind to tell me what the

9 reference Section 690 of the Code of Civil

10 Procedure is to?

11 A. I'm -- I'm not able to, no.

12 Q. Okay. Does it refer to any

13 particular state's code of civil procedure?

14 A. I still can't answer the question.

15 Q. What do you mean you can't answer

16 the question? You don't know?

17 A. Correct.

18 Q. And then on the next line, can you

19 read what that states for me, please?

20 A. "The undersigned, by this credit

21 application agreement, does continually

22 personally guarantee payment for all goods and

23 merchandise purchased by the applicant."

24 Q. Okay. When you have your customers

25 sign this, do you draw their attention to this

Page 122

1 MICHAEL PARTRIDGE  
2 particular clause that, hey, by signing this,  
3 you're personally guaranteeing the purchases by  
4 the company that's applying for credit? Or  
5 that -- sorry, go ahead.  
6 A. I do not.  
7 Q. No, you do not.  
8 I see that at the top of this  
9 document, in the business information section  
10 is an amount requested; do you see that?  
11 A. I do.  
12 Q. And in this case, what is stated?  
13 A. Amount requested \$500,000.  
14 Q. Do you also see on the left side of  
15 that -- this document where it states, "How  
16 long in business?"  
17 A. Yes.  
18 Q. And what is the answer to that?  
19 A. One month, new entity for this  
20 business.  
21 Q. On the bottom -- or in the middle,  
22 rather, there are some trade references; do you  
23 see that?  
24 A. I do.  
25 Q. Who are the trade references listed

Page 124

1 MICHAEL PARTRIDGE  
2 information once it gets this credit  
3 application?  
4 A. At this point, nothing.  
5 Q. Okay. Do you check the bank to make  
6 sure that whatever they put here is -- is this  
7 one -- is this another point of reference that  
8 you check before deciding to offer credit --  
9 A. No.  
10 Q. -- or payment terms? No. Okay.  
11 So other than the trade references,  
12 what else does Voyant do with this credit  
13 application before it decides to offer credit  
14 or payment terms?  
15 A. If applicable, we'll run a Dun &  
16 Bradstreet on the customer as a new customer  
17 that wouldn't provide any information.  
18 Q. Did Voyant in this case contact  
19 CosmeTech, LLC?  
20 A. I can't presume. I do not know.  
21 Q. How about Salus Medical?  
22 A. Same answer.  
23 Q. And Global Medical Source?  
24 A. Same answer.  
25 Q. As you sit here today, you can't

Page 123

1 MICHAEL PARTRIDGE  
2 on this application?  
3 A. It looks like C-o-a-m-e [sic], Tech,  
4 LLC; Salus Medical; Global Medical Source.  
5 Q. Let me ask you, when Voyant obtains  
6 these completed credit applications from its  
7 customers, what does it do with it?  
8 A. We would check their trade  
9 references to determine what the most  
10 appropriate credit or payment terms would be  
11 applicable for each customer.  
12 Q. So you -- Voyant would check with,  
13 in this case, CosmeTech, LLC, Salus Medical,  
14 and Global Medical Source; is that correct?  
15 A. Correct.  
16 Q. How about the bank information  
17 section, do you -- can you tell me what is  
18 listed in this bank information section just --  
19 just the name of the bank?  
20 A. Unfortunately, a little fuzzy. But  
21 it looks like --  
22 Q. Let me see if I can -- is that  
23 better?  
24 A. Carrollton Bank.  
25 Q. And what does Voyant do with that

Page 125

1 MICHAEL PARTRIDGE  
2 tell whether Voyant contacted any one of these  
3 companies are not?  
4 A. Correct.  
5 Q. Does Voyant always check the  
6 references, the trade references, before  
7 deciding to offer credit?  
8 A. No.  
9 Q. It doesn't?  
10 A. No.  
11 Q. Under what circumstances would  
12 Voyant not check the trade references before  
13 deciding whether to offer credit or not?  
14 A. If we had predetermined that we  
15 would not be offering credit, we would not  
16 check trade references.  
17 Q. Did you make that determination in  
18 this case?  
19 A. Yes.  
20 Q. So Voyant decided it wasn't going to  
21 offer Epicure credit; is that correct?  
22 A. We did not offer them a credit  
23 limit, no.  
24 Q. I'm sorry. So I understand, you  
25 didn't offer them any credit; is that correct?

Page 126

1 MICHAEL PARTRIDGE

2 A. We did not offer them a dollar value

3 of credit, no. As part of their payment terms,

4 yes.

5 Q. What's the distinction? You said if

6 you decide you weren't going to offer credit,

7 then you don't check the trade references.

8 Was that your testimony?

9 A. Correct.

10 Q. Okay. And in this case, you didn't

11 check the trade references; is that correct?

12 A. I said I don't know.

13 Q. Okay. So when you say you did not

14 offer them a credit limit, what do you mean by

15 that?

16 A. A credit limit would allow you to

17 purchase up to that limit without any deposits.

18 Q. And so are you saying that you

19 offered Epicure Medical unlimited credit?

20 MR. PENN: Objection to form.

21 THE WITNESS: We did not authorize

22 them a credit limit, no.

23 BY MR. KORANTENG:

24 Q. Did you authorize them to order

25 anything without making any deposits -- up to

Page 128

1 MICHAEL PARTRIDGE

2 A. Their terms, 25 percent down,

3 50 percent prior to shipping, 25 percent,

4 net 10.

5 Q. And you are saying that was based on

6 this credit application?

7 MR. PENN: Objection. Misstates

8 testimony.

9 THE WITNESS: No.

10 BY MR. KORANTENG:

11 Q. It wasn't based on this credit

12 application?

13 A. No.

14 Q. Okay. I asked you this as a general

15 question to -- relating to all customers, but

16 I'm going to ask you specifically.

17 Did you or anybody discuss with

18 Mr. Ori that by signing this application on

19 behalf of Epicure, that he was personally

20 guaranteeing payment for all goods and

21 merchandise purchased by the applicant?

22 A. No.

23 Q. Did you or anybody at Voyant discuss

24 with Mr. Ori that you are basing any credit

25 decisions that you make, if any, on the fact

Page 127

1 MICHAEL PARTRIDGE

2 any amount at all without making any deposits?

3 A. No.

4 Q. Is it fair to say, then, that you

5 did not authorize any credit for them, then?

6 A. No.

7 Q. It's not fair to say that?

8 A. Correct.

9 Q. What credit did you offer them?

10 A. Their payment terms had a 10-day

11 window at the end.

12 Q. Are you equating payment terms to

13 credit?

14 A. Yes.

15 Q. When you offer your customers

16 payment terms, do you -- do you make that

17 determination on the basis of the credit

18 application?

19 A. Not necessarily, no.

20 Q. What do you base that off of?

21 A. It's a group decision from the

22 executive and sales.

23 Q. In this case, what specifically did

24 the executive and sales decide as far as what

25 to offer -- what to offer Epicure Medical, LLC?

Page 129

1 MICHAEL PARTRIDGE

2 that he is signing this credit application?

3 MR. PENN: Objection to form.

4 THE WITNESS: You'll have to repeat

5 the question, please.

6 BY MR. KORANTENG:

7 Q. Did you or anybody at Voyant discuss

8 with Mr. Ori that you are basing any credit

9 decisions that you make, if any, on the fact

10 that he is signing this credit application?

11 MR. PENN: Objection to form.

12 THE WITNESS: Not that I'm aware of,

13 no.

14 BY MR. KORANTENG:

15 Q. Let me ask you -- sorry, let me put

16 this back up again.

17 Has Voyant ever filed a lawsuit

18 against any of its customers enforcing this

19 credit application and agreement?

20 A. Not that I'm aware of, no.

21 Q. Has any Voyant customer defaulted on

22 its obligations under circumstances where

23 Voyant offered credit based on this credit

24 application?

25 MR. PENN: Objection to form.

